

02032029

SEC 1972 (6/99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

OMB APPROVAL UNITED STATES OMB Number: 3235-0076 SECURITIES AND EXCHANGE COMMIS Expires: May 31, 2002 Washington, D.C. 20549 Estimated average burden RECEIVED hours per response. . 1 SEC USE ONLY NOTICE OF SALE OF SECURITIES Prefix Serial PURSUANT TO REGULATION D, DATE RECEIVED PROCESSED SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION THOMSON FINANCIAL

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Common Shares and Series A Preferred Shares Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [| Section 4(6) [] ULOE apply): Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) National Specialty Hospitals, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 30 South Wacker Drive, Suite 2302, Chicago, IL 60606 (312) 627-8400 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business Acquire and/or build health care facilities	s throughout the United States
Type of Business Organization	
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
echeconomical/hallet MARIE Mary submuse a response de response contraction de la litter supuer commente antique contraction de la litter supuer contraction de la litter	Month Year
Actual or Estimated Date of Incorpora	ation or Organization: [1] 2] [9]8] [X] Actual [] Estimate
Jurisdiction of Incorporation or Organ	ization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [I][L]
GENERAL INSTRUCTIONS	
Federal:	
Who Must File: All issuers making an offer 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.	ring of securities in reliance on an exemption under $\underbrace{Regulation\ D}$ or Section . 77d(6).
deemed filed with the U.S. Securities and	er than 15 days after the first sale of securities in the offering. A notice is Exchange Commission (SEC) on the earlier of the date it is received by the ived at that address after the date on which it is due, on the date it was mailed ill to that address.
Where to File: U.S. Securities and Exchan	ge Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
	otice must be filed with the SEC, one of which must be manually signed. Any copies of manually signed copy or bear typed or printed signatures.
issuer and offering, any changes thereto, t	ontain all information requested. Amendments need only report the name of the he information requested in Part C, and any material changes from the and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.	
State:	
those states that have adopted ULOE and notice with the Securities Administrator in epayment of a fee as a precondition to the condition to th	ce on the Uniform Limited Offering Exemption (ULOE) for sales of securities in that have adopted this form. Issuers relying on ULOE must file a separate each state where sales are to be, or have been made. If a state requires the claim for the exemption, a fee in the proper amount shall accompany this form. States in accordance with state law. The Appendix in the notice constitutes a
	A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the fo	ollowing:
•	e issuer has been organized within the past five years; power to vote or dispose, or direct the vote or disposition of, 10% or more of a suer;
 Each executive officer and direct partnership issuers; and Each general and managing part 	or of corporate issuers and of corporate general and managing partners of

Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last name Rex-Waller, John G., Pro			ette till 1984 i 19		осно станова на при
Business or Residence 30 South Wacker Drive,			y, State, Zip Code)	age and an annual section of the first of the great and produce and a section of the great and an annual section of the g	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name Fisher, Bryan S., Vice Pr		d Secretary			
Business or Residence 30 South Wacker Drive,			y, State, Zip Code)	CONTRACTOR OF THE CONTRACTOR O	(Mails of Special State Reproductions) of the State St
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name Grant, James T., Vice Pro		не на	ant to the state of the state o	antenancior en pero No-VATA del Microphino antenancio il . en 16 del 16 del 16 del 16 del 16 del 16 de novembro	200. adal (reference) and a second and a company of a second and a company of a second and a second and a comp
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Full Name (Last name Solheim, Dennis D., Vice		astranon-fuculation and an automotion contratant with displacement and motion is governed as a second contratant and an automotion and an automotion and automotion automotion and automotion automotion and automotion automoti	and the control of th		and the second s
Business or Residence 30 South Wacker Drive, S			v, State, Zip Code)		
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[] Executive Officer		General and/or Managing Partner
Full Name (Last name t Freeman, David A.	first, if individual)	r red men		oto augustus (neutritus international magantus contra media entida entida entida entida entida entida entida e	THE STATE OF THE S
Business or Residence Ferrer Freeman Thompson				-	and the second of the second o

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Full Name (Last nam Unrein, Lawrence M.	e first, if individual)	en de		
Business or Residen JP Morgan Investment N	ce Address (Number and Street, Janagement, 522 Fifth Avenue, 11 th F	City, State, Zip Code) I., New York, NY 10036		normal capacide control and capacide as the
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [General and/or Managing Partner
Full Name (Last nam Davis, Kim G.	e first, if individual)			осомбарация подамена и чамо не
	ce Address (Number and Street, rtners, 717 Fifth Avenue, 4 th Fl., Ne			
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last name Nelson, David A.	e first, if individual)		accumental-wide/wide/supple_ecopysis-victories (vices-sective-sective-sective-sective-sective-sective-sective-s	Annual configuration of the second of the se
	e Address (Number and Street, o Alpha Dr., Pittsburgh, PA 15238	City, State, Zip Code)		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last name Higgins, Kenneth E.	first, if individual)	a had garden compression and an administration of the supplemental season and an administration of the supplemental season and an administration of the supplemental season and season and administration of the supplemental season and		- Permy gap calcular processor processor of the second control of
Business or Residenc Piper Jaffray Healthcare	e Address (Number and Street, C Fund II Limited Partnership, 222 Sc	City, State, Zip Code) outh Ninth St., 16 th Fl., M	Iinneapolis, MN 554	02
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name FFC Partners I, L.P.	first, if individual)		anarahusianinan firih punguan on manura on varan iki andré di silah di di silah di di silah di di silah di di s	Or Face of State S
	e Address (Number and Street, Cany, 10 Glenville Street, The Mill, C		M.C. (1996) AG (1996) - (1996) Could, a regioner recommends and recondent data (198 99 profess and 3 ***********************************	One of the second control of the second cont

Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last name Charlesbank Equity Fur		undakan seket, berkalan serindi Seri (A. 1946). A 1946 - 1944 - 1944 - 1944 - 1944 - 1944 - 1944 - 1944 - 1944	war deletaken en en er en er en	ник в общественности по поможения по техности по	geggeneng gegonolomu kiliki di Bir yagunguw
Business or Residence Charlesbank Capital Par					CONTRACTOR
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Full Name (Last name JP Morgan Direct Corpo		onal Investors LLC		encourage extremental contract of the Contract of Cont	cause definition (in the or chine for paper constant)
Business or Residenc JP Morgan Investment N					
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Full Name (Last name Steven F. Deli Trust, dat		recursive common description of the control of the		apar maya kan gagan mendiru protes oran dan dan dan dan dan kanasa kan ayan gan gan	androuver and and and an angular plants.
Business or Residenc 536 Cherry Street, Winn		and Street, City	, State, Zip Code)		and relations de 1644 hand file papers.
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director [General and/or Managing Partner
Full Name (Last name Mayerfeld, Russell	first, if individual)	anagacanasana da gaba ka	Australia (Control of the Control of		
Business or Residence 707 Cummings, Kenilwo		and Street, City,	, State, Zip Code)		
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Full Name (Last name D'Donnell, Richard D.	first, if individual)		anny 4 to referent through the group of the Land Annual Conference and the second annual Conference on the Conference on	er vertigen der ve	non-desa make paka-paka-paka-paka-paka-paka-paka-paka
Business or Residence 220 Erin Lane, Northbro	•	and Street, City,	State, Zip Code)	en e	an and an

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Full Name (Last name Kitty Hawk Capital Lin		ocean president respective from the second s		men men kanan seperang mengangkan personal di kelangkan sebagai pengangkan pengangkan pengangkan pengangkan pe	nemonalagene-i casa capasa en el marieron.
Business or Residence 2700 Coltsgate Road, S			City, State, Zip Code)	om control (1944) (1944	ментов на при
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director [General and/or Managing Partner
Full Name (Last name Piper Jaffray Healthcare		ership	SEALAND PROPERTY (AL CORPORATION OF THE CORPORATI	entrocomments of the Act of the A	мо Семпи, до се до до до прого до до постори со се
Business or Residence Piper Jaffray Ventures,			City, State, Zip Code) et Mall, Suite 800, Minnea	polis, MN 55402	
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name Cordova Enhanced Fund	•	a mengengkan penangan		minimaterial del Proposition de la companya per persona premior minimaterial del mandre del Proposition del	обо под под под под под под под под под по
Business or Residenc Cordova Ventures, 4121				тименто то в дове водо одоровного портовен на селото в на село	*************************************
Check Box(es) that Apply:	[X] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name Stephen M. Crumbaugh			s mante amentane conferençament de la frita de la contra e constante con casa de men		но (14 дицион досументов поможно
Business or Residenc 30 South Wacker Drive,			ity, State, Zip Code)		*

B. INFORMATION ABOUT OFFERING

1. Has	the issue	er sold, o	r does the	issuer in	itend to se	ell, to non-	accredited	I investors	in this offe	ering?		Yes No
	-			Answer a	also in Ap	pendix, Co	olumn 2, if	filing unde	er ULOE.		•	1,11:-1
2. Wh	at is the n	ninimum	investmer	nt that will	be accep	oted from a	any individ	uai?		-		\$ 1,250
3. Doe	s the offe	ering perm	nit joint ov	vnership (of a single	unit?						Yes No [X][]
comm offerin and/or	ission or a g. If a per with a sta	similar re son to be ate or sta	muneration listed is tes, list th	n for soli an associ e name c	citation of lated pers of the brok	purchase on or age er or deal	rs in conne nt of a bro er. If more	pe paid or section with ker or deal than five that for deal	sales of s ler register (5) person:	ecurities ed with t s to be li	he SEC sted are	
Full Na	ame (Last	name fir	st, if indiv	idual)								•
Busine	ss or Res	sidence A	\ddress (N	Number a	nd Street,	City, Stat	e, Zip Cod	e)		Proportional Accessor in Accessor Control Control		•
Name	of Associ	ated Brol	ker or Dea	aler						***************************************		•
					d or Intend	ls to Solic	it Purchas	ers		[.] All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last	name fire	st, if indivi	dual)								
Busine	ss or Res	idence A	ddress (N	lumber ar	nd Street,	City, State	e, Zip Cod	e)				
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RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.					
			ggregate		ount Alread
Type of Security	_		ering Price		Sold
Debt	_			_ \$	0
Equity	\$	50	000,000	\$ 4	50,250
[X] Common [] Preferred					
Convertible Securities (including warrants)	\$_		0	_ \$	0
Partnership Interests	\$_		0	. \$	0
Other (Specify: limited liability company interest).	\$.		0	_ \$	0
Total	\$	5(00,000	\$ 4	50,250
Answer also in Appendix, Column 3, if filing under ULOE.					
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					
				Agg	regate
	Νι	ıml	oer		ar Amount
	ln۷	/es	tors	of P	urchases
Accredited Investors			_39	\$ 4	50,250
Non-accredited Investors			0	_ \$	0
Total (for filings under Rule 504 only)			0	\$	0
Answer also in Appendix, Column 4, if filing under ULOE.					
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.					
Type of offering	Тур	ре	of Security	Dolla Sold	ar Amount
Rule 505			0	\$	0
Regulation A				- * \$	0
Rule 504			0	- * \$	0
Total				-	
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject of future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		-		· *	
Transfer Agent's Fees				\$	
Printing and Engraving Costs				\$	

Legal Fees	[X] \$	5 2,500
Accounting Fees	[]\$	3
Engineering Fees	[]\$	S
Sales Commissions (specify finders' fees separately)		<u> </u>
Other Expenses (identify)	[]\$	5
Total		2,500
Enter the difference between the aggregate offering price given in response to Par lestion 1 and total expenses furnished in response to Part C - Question 4.a. This ference is the "adjusted gross proceeds to the issuer."		447,750
Indicate below the amount of the adjusted gross proceeds to the issuer used or oposed to be used for each of the purposes shown. If the amount for any purpose it known, furnish an estimate and check the box to the left of the estimate. The total the payments listed must equal the adjusted gross proceeds to the issuer set forth response to Part C - Question 4.b above.		
	Payments t	0
	Officers, Directors, &	
	Affiliates	Others
Salaries and fees	[] \$	[] _ \$
Purchase of real estate	[] \$. [] _ \$
Purchase, rental or leasing and installation of machinery and equipment	[] \$	[] \$
Construction or leasing of plant buildings and facilities	[] \$	[] \$
Acquisition of other businesses (including the value of	*	- *
securities involved in this offering that may be used in	·[]	[]
exchange for the assets or securities of another issuer pursuant to a merger)	\$	\$
Repayment of indebtedness	[] \$	[] _\$
Working capital	[] \$	[X] _ \$ 447,750
	[]	[]
Other (specify):	\$	_
Other (specify):		- • [] \$
Other (specify): Column Totals	\$[]	_ \$ [] _ \$ [X] \$447,750

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
National Specialty Hospitals, Inc.	But Fin	4/26/02
Name of Signer (Print or Type)	Title of Signer (Print	or Type)
Bryan S. Fisher	Senior Vice President-	Finance, Chief Financial Officer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No [] [X]"

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
National Specialty Hospitals, Inc.	·	
Name of Signer (Print or Type)	Title (Print or Type)	-
Bryan S. Fisher	Senior Vice President-Finance,	Chief Financial Officer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3		4			5	
	Intend to non-ac investors (Part B-l	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	ar	Type of inve mount purcha (Part C-It	sed in State		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	\$500,000	6	\$142,750	0	N/A		X
AR									
CĄ		X	\$500,000	10	\$112,500	0	N/A		X
CO									
СТ									
DE									
DC			-	<u></u>	unanimakanbering				
FL									
GA									
HI								يتونف والمتراجعة	
ID		X	\$500,000	3	\$35,000	0	N/A		X
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UT X \$500,000 11 \$65,000 0 N/A X	TN							
	TX	X	\$500,000	8	\$90,000	0	N/A	X
VT	UT	X	\$500,000	11	\$65,000	0	N/A	X
	VT							
VA	VA							
WA	WA							
WV	WV							
WI I I I I I I I I I I I I I I I I I I	WI							-
WY WY	WY		-					
PR	PR							

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